

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

**SOUTHGATE MASTER FUND, LLC, by
and through MONTGOMERY CAPITAL
ADVISORS, LLC, its Tax Matters
Partner,**

Plaintiff,

V.

UNITED STATES OF AMERICA,

Defendant.

Case No.: 3:06-CV-2335-K

Honorable Ed Kinkeade

**JOINT MOTION FOR ENTRY OF PROTECTIVE ORDER GOVERNING THE USE OF
CONFIDENTIAL MATERIALS AT TRIAL**

3. Plaintiff has designated portions of the deposition of Mary Margaret Curl for use at trial, and Defendant has designated portions of Thomas Montgomery's deposition for use at trial. Plaintiff has designated portions of both depositions as confidential.

4. In addition, certain portions of the Joint Report of Theodore Barnhill and Jaiwen Yang ("the Joint Report"), marked as GE641, contain confidential information.

5. The Parties agree that good cause for this Protective Order exists because the exhibits, deposition designations, and the Joint Report reveal (a) Beal Bank's policies and procedures; (b) its corporate books and records; and (c) the details of certain transactions unrelated to this litigation, all of which constitute confidential and proprietary information that is not properly within the public domain.

6. The Parties anticipate that certain aspects of the trial testimony will require disclosures of confidential information.

7. The procedures reflected in the Protective Order adequately balance the interests of the Court, the parties, and the public, providing a mechanism to ensure that certain confidential information remains confidential while permitting the Court to consider the evidence and allowing the public access to the trial proceedings.

8. The Government has agreed to withdraw the United States' Motion for Partial Relief from the Confidentiality Stipulation with Beal Bank (docket no. 106) without prejudice to re-filing should the Court deny the relief requested in this Motion.

For the reasons set forth above, the Parties respectfully request that the Court enter the Protective Order. The Parties request all such further relief to which they may be entitled.

Respectfully submitted,

/s/ M. Todd Welty

M. Todd Welty
State Bar No. 00788642
Sonnenschein Nath & Rosenthal LLP
2000 McKinney Ave., Suite 1900
Dallas, Texas 75201
Telephone: (214) 259-0953
Facsimile: (214) 259-0910
twelty@sonnenschein.com

Terrell W. Oxford
State Bar No. 15390500
SUSMAN GODFREY LLP
901 Main Street, Suite 5100
Dallas, Texas 75202-3775
Telephone: (214) 754-1900
Facsimile: (214) 754-1933
toxford@susmangodfrey.com

ATTORNEYS FOR PLAINTIFF
SOUTHGATE MASTER FUND, LLC

/s/ Richard G. Jacobus

Richard G. Jacobus
Senior Litigation Counsel
United States Department of Justice
Tax Division
P.O. Box 403
Ben Franklin Station
Washington, D.C. 20044
Telephone: (202) 616-0553
Facsimile: (202) 307-2504
Richard.G.Jacobus@usdoj.gov

David G. Adams
United States Department of Justice
Tax Division
717 North Harwood, Suite 400
Dallas, Texas 75201
Telephone: (214) 880-9737
Facsimile: (214) 880-9741
David.G.Adams@usdoj.gov

ATTORNEYS FOR DEFENDANT
THE UNITED STATES OF AMERICA

CERTIFICATE OF SERVICE

I hereby certify that on this the 26th day of November 2008, I electronically filed the foregoing pleading with the Clerk of the Court using the ECF system which will send notification of the filing to the following:

Richard G. Jacobus, Esq.
Senior Litigation Counsel
United States Department of Justice
Tax Division
P.O. Box 403
Ben Franklin Station
Washington, D.C. 20044

David G. Adams, Esq.
United States Department of Justice
Tax Division
717 North Harwood
Suite 400
Dallas, Texas 75201

ATTORNEYS FOR DEFENDANT
THE UNITED STATES OF AMERICA

/s/ M. Todd Welty

M. TODD WELTY